

DECLARATION AND POWER OF ATTORNEY

(Sole Inventor)

I, **MARC-DAVID COHEN**, hereby declare that I am a citizen of the United States of America and a resident of 5225 Old Woods Road, Hillsborough, North Carolina 27278; that I have reviewed and understand the content of the attached specification, including the claims (Jones Day Docket No. 343355-600039), and I believe that I am the original, first, and sole inventor of the subject matter which is claimed therein and for which a patent is sought on the invention or discovery entitled

COMPUTER-IMPLEMENTED OFFER OPTIMIZATION SYSTEM AND METHOD

and that I acknowledge my duty to disclose information of which I am aware which is material to the examination or patentability of this application, in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

I hereby claim priority from U.S. provisional application Serial No. 60/415,011, filed September 30, 2002.

I hereby designate the following as my mailing address and telephone number:

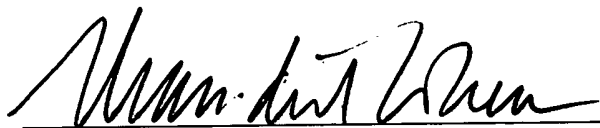
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and appoint each of the following as my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

Kenneth R. Adamo, Registration No. 27,299; Barbara Arndt, Registration No. 37,768; John V. Biernacki, Registration No. 40,511; David B. Cochran, Registration No. 39,142; Regan J. Fay, Registration No. 26,878; F. Drexel Feeling; Registration No. 40,602; Calvin P. Griffith, Registration No. 34,831; Warren M. Haines, Registration No. 40,632; David M. Maiorana, Registration No. 41,449; Shawn A. McClintic, Registration No. 45, 856; Timothy J. O'Hearn, Registration No. 31,552; Stephen D. Scanlon, Registration No. 32,755; Jenny L. Sheaffer, Registration No. 45,099; H. Duane Switzer, Registration No. 22,431; Michael W. Vary, Registration No. 30,811; and James L. Wamsley, III, Registration No. 31,578; Paul E. Franz, Registration No. 45,910

all having the above designated address.

I further declare that all statements made herein of my own knowledge are true and that all statements made herein on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.



MARC-DAVID COHEN

Date 9/26/03

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